

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission file number 1-3285

3M COMPANY

State of Incorporation: Delaware

I.R.S. Employer Identification No. 41-0417775

Principal executive offices: 3M Center, St. Paul, Minnesota 55144

Telephone number: (651) 733-1110

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$.01 Per Share	New York Stock Exchange, Inc. Chicago Stock Exchange, Inc.

Note: The common stock of the Registrant is also traded on the SWX Swiss Exchange.

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of 3M Company

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of 3M Company and its subsidiaries (the "Company") at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Minneapolis, MN
February 16, 2012

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NOTE 16. Stock-Based Compensation

In May 2008, shareholders approved 35 million shares for issuance under the "3M 2008 Long-Term Incentive Plan," which replaced and succeeded the 2005 Management Stock Ownership Program (MSOP), the 3M Performance Unit Plan, and the 1992 Directors Stock Ownership Program. In May 2010, shareholders approved an additional 29 million shares for issuance under the 2008 Plan, increasing the number of approved shares from 35 million to 64 million shares. Awards under this plan may be issued in the form of Incentive Stock Options, Nonqualified Stock Options, Progressive Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Other Stock Awards, and Performance Units and Performance Shares. Awards denominated in shares of common stock other than options and Stock Appreciation Rights, per the 2008 Plan, count against the 64 million share limit as 3.38 shares for every one share covered by such award (for full value awards with grant dates prior to May 11, 2010), or as 2.87 shares for every one share covered by such award (for full value awards with grant dates of May 11, 2010, or later). The remaining total shares available for grant under the 2008 Long Term Incentive Plan Program are 22,004,273 as of December 31, 2011.

The Company's annual stock option and restricted stock unit grant is made in February to provide a strong and immediate link between the performance of individuals during the preceding year and the size of their annual stock compensation grants. The grant to eligible employees uses the closing stock price on the grant date. Stock options vest over a period from one to three years with the expiration date at 10 years from date of grant. Accounting rules require recognition of expense under a non-substantive vesting period approach, requiring compensation expense recognition when an employee is eligible to retire. Employees are considered eligible to retire at age 55 and after having completed five years of service. This retiree-eligible population represents 28 percent of the 2011 annual stock-based compensation award expense dollars; therefore, higher stock-based compensation expense is recognized in the first quarter. Beginning in 2007, the Company reduced the number of traditional stock options granted under the MSOP plan by reducing the number of employees eligible to receive annual grants and by shifting a portion of the annual grant away from traditional stock options primarily to restricted stock units. However, associated with the reduction in the number of eligible employees, the Company provided a one-time "buyout" grant in 2007 of restricted stock units to the impacted employees. 3M also has granted progressive (reload) options. These options are nonqualified stock options that were granted to certain participants under the 1997 or 2002 MSOP, but for which the reload feature was eliminated in 2005 (on a prospective basis only). Participants who had options granted prior to this effective date may still qualify to receive new progressive (reload) stock options.

In addition to the annual grants, the Company makes other minor grants of stock options, restricted stock units and other stock-based grants. The Company issues cash settled Restricted Stock Units and Stock Appreciation Rights in certain countries. These grants do not result in the issuance of Common Stock and are considered immaterial by the Company. There were approximately 12,944 participants with outstanding options, restricted stock, or restricted stock units at December 31, 2011.

Amounts recognized in the financial statements with respect to stock-based compensation programs, which include stock options, restricted stock, restricted stock units, performance shares, and the General Employees' Stock Purchase Plan (GESPP), are provided in the following table. Capitalized stock-based compensation amounts were not material for the twelve months ended 2011, 2010 and 2009. The income tax benefits shown in the table can fluctuate by period due to the amount of employee "disqualifying dispositions" related to Incentive Stock Options (ISOs). The Company last granted ISOs in 2002.

Stock-Based Compensation Expense

(Millions)	Years ended December 31		
	2011	2010	2009
Cost of sales	\$ 29	\$ 31	\$ 38
Selling, general and administrative expenses	192	209	144
Research, development and related expenses	32	34	35
Stock-based compensation expenses	\$ 253	\$ 274	\$ 217
Income tax benefits	\$ (80)	\$ (98)	\$ (62)
Stock-based compensation expenses, net of tax	\$ 173	\$ 176	\$ 155

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The following table summarizes stock option activity during the twelve months ended December 31:

Stock Option Program

	2011		2010		2009	
	Number of Options	Exercise Price*	Number of Options	Exercise Price*	Number of Options	Exercise Price*
Under option —						
January 1	70,335,044	\$ 74.80	74,268,165	\$ 72.39	75,452,722	\$ 71.96
Granted:						
Annual	5,514,500	89.46	5,788,313	78.79	6,649,672	53.93
Progressive (Reload)	237,839	94.02	188,105	88.67	68,189	77.37
Other	8,953	86.71	27,911	82.13	4,654	50.85
Exercised	(11,625,863)	68.47	(9,678,654)	59.11	(6,930,544)	49.83
Canceled	(322,058)	75.09	(258,796)	70.76	(976,528)	73.50
December 31	64,148,415	\$ 77.28	70,335,044	\$ 74.80	74,268,165	\$ 72.39
Options exercisable						
December 31	52,644,364	\$ 76.90	58,201,617	\$ 75.87	62,414,398	\$ 73.73

* Weighted average

Outstanding shares under option include grants from previous plans. For options outstanding at December 31, 2011, the weighted-average remaining contractual life was 54 months and the aggregate intrinsic value was \$426 million. For options exercisable at December 31, 2011, the weighted-average remaining contractual life was 44 months and the aggregate intrinsic value was \$352 million. As of December 31, 2011, there was \$57 million of compensation expense that has yet to be recognized related to non-vested stock option-based awards. This expense is expected to be recognized over the remaining weighted-average vesting period of 1.7 years.

The total intrinsic values of stock options exercised during 2011, 2010 and 2009, respectively, was \$287 million, \$263 million and \$108 million. Cash received from options exercised during 2011, 2010 and 2009, respectively, was \$796 million, \$571 million and \$345 million. The Company's actual tax benefits realized for the tax deductions related to the exercise of employee stock options for 2011, 2010 and 2009, respectively, was \$96 million, \$93 million and \$38 million.

The Company does not have a specific policy to repurchase common shares to mitigate the dilutive impact of options; however, the Company has historically made adequate discretionary purchases, based on cash availability, market trends and other factors, to satisfy stock option exercise activity.

For annual and progressive (reload) options, the weighted average fair value at the date of grant was calculated using the Black-Scholes option-pricing model and the assumptions that follow.

Stock Option Assumptions

	Annual			Progressive (Reload)		
	2011	2010	2009	2011	2010	2009
Exercise price	\$ 89.47	\$ 78.72	\$ 54.11	\$ 93.94	\$ 86.72	\$ 77.83
Risk-free interest rate	2.8%	2.8%	2.2%	0.4%	0.6%	1.4%
Dividend yield	2.6%	2.5%	2.3%	2.6%	2.5%	2.0%
Volatility	22.0%	25.7%	30.3%	21.5%	33.2%	30.7%
Expected life (months)	72	72	71	15	17	32
Black-Scholes fair value	\$ 16.10	\$ 16.50	\$ 13.00	\$ 7.49	\$ 12.01	\$ 14.47

Expected volatility is a statistical measure of the amount by which a stock price is expected to fluctuate during a period. For the 2011, 2010 and 2009 annual grant date, the Company estimated the expected volatility based upon the average of the most recent one year volatility, the median of the term of the expected life rolling volatility, the median of the most recent term of the expected life volatility of 3M stock, and the implied volatility on the grant date. The expected term assumption is based on the weighted average of historical grants.

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The following table summarizes restricted stock and restricted stock unit activity during the twelve months ended December 31:

Restricted Stock and Restricted Stock Units

	2011		2010		2009	
	Number of Awards	Grant Date Fair Value*	Number of Awards	Grant Date Fair Value*	Number of Awards	Grant Date Fair Value*
Nonvested balance —						
As of January 1	4,812,657	\$ 68.75	4,379,480	\$ 68.85	2,957,538	\$ 77.41
Granted:						
Annual	889,448	89.46	902,549	78.81	1,150,819	53.89
Other	351,624	87.07	527,823	70.09	522,581	54.82
Vested	(1,077,816)	72.21	(948,233)	79.12	(157,104)	73.26
Forfeited	(116,941)	72.01	(48,962)	76.22	(94,354)	69.57
As of December 31	4,858,972	\$ 73.02	4,812,657	\$ 68.75	4,379,480	\$ 68.85

* Weighted average

As of December 31, 2011, there was \$85 million of compensation expense that has yet to be recognized related to non-vested restricted stock and restricted stock units. This expense is expected to be recognized over the remaining weighted-average vesting period of 2.1 years. The total fair value of restricted stock and restricted stock units that vested during the twelve-month periods ended December 31, 2011, 2010 and 2009, respectively, was \$102 million, \$75 million and \$10 million. The Company's actual tax benefits realized for the tax deductions related to the vesting of restricted stock and restricted stock units was \$36 million for 2011, \$20 million for 2010, and was not material for 2009.

Restricted stock units granted under the "3M 2008 Long-Term Incentive Plan" generally vest three years following the grant date assuming continued employment. The one-time "buyout" restricted stock unit grant in 2007 vests at the end of five years. Restricted stock unit grants issued in 2008 and prior did not accrue dividends during the vesting period. Beginning in 2009, dividend equivalents equal to the dividends payable on the same number of shares of 3M common stock accrue on these restricted stock units during the vesting period, although no dividend equivalents are paid on any of these restricted stock units that are forfeited prior to the vesting date. Dividend equivalents are paid out in cash at the vest date on all vested restricted stock units. Since the rights to dividend equivalents are forfeitable, there is no impact on basic earnings per share calculations. Weighted average restricted stock unit shares outstanding are included in the computation of diluted earnings per share.

Performance Shares

Beginning in 2008, the Company grants certain members of executive management performance shares on an annual basis. The performance criteria, which were modified in 2010, are designed to focus management attention on three key factors that create long-term stockholder value: Organic Sales Growth, Return on Invested Capital and sales from new products. The number of shares of 3M common stock that could actually be delivered at the end of the three-year performance period may be anywhere from 0% to 200% of each performance share granted, depending on the performance of the Company during such performance period. Non-substantive vesting requires that expense for the performance shares be recognized over one or three years depending on when each individual became a 3M executive. The first performance shares, which were granted in 2008, were distributed in 2011. Performance shares do not accrue dividends during the performance period. Therefore, the grant date fair value is determined by reducing the closing stock price on the date of grant by the net present value of dividends during the performance period. As a result of the significant uncertainty due to the economic crisis of 2008-2009, the Company granted restricted stock units instead of performance shares in 2009. Performance share grants resumed in 2010 and continued thereafter. The 2008 performance share grant was estimated to have zero percent attainment at the beginning and ending of 2009.

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The following table summarizes performance share activity during the twelve months ended December 31:

	2011		2010	
	Number of Awards	Grant Date Fair Value*	Number of Awards	Grant Date Fair Value*
Undistributed balance —				
As of January 1	760,645	\$ 73.99	—	\$ —
Granted	415,024	84.58	370,575	74.46
Distributed	(206,410)	72.77	—	—
Performance change	(39,323)	82.10	396,390	73.55
Forfeited	(51,064)	80.20	(6,320)	73.92
As of December 31	878,872	\$ 78.55	760,645	\$ 73.99

* Weighted average

As of December 31, 2011, there was \$11 million of compensation expense that has yet to be recognized related to performance shares. This expense is expected to be recognized over the remaining weighted-average earnings period of 0.8 years. The total fair value of performance shares that were distributed during the twelve-month periods ended December 31, 2011 was \$18 million, while none were distributed during 2010. The Company's actual tax benefits realized for the tax deductions related to the distribution of performance shares was \$5 million for 2011, with no tax benefits realized in 2010.

General Employees' Stock Purchase Plan (GESPP):

In May 1997, shareholders approved 30 million shares for issuance under the Company's GESPP. Substantially all employees are eligible to participate in the plan. Participants are granted options at 85% of market value at the date of grant. There are no GESPP shares under option at the beginning or end of each year because options are granted on the first business day and exercised on the last business day of the same month.

General Employees' Stock Purchase Plan

	2011		2010		2009	
	Shares	Exercise Price*	Shares	Exercise Price*	Shares	Exercise Price*
Options granted	1,433,609	\$ 73.67	1,325,579	\$ 70.57	1,655,936	\$ 50.58
Options exercised	(1,433,609)	73.67	(1,325,579)	70.57	(1,655,936)	50.58
Shares available for grant —						
December 31	2,900,751		4,334,360		5,659,939	

* Weighted average

The weighted-average fair value per option granted during 2011, 2010 and 2009 was \$13.00, \$12.45 and \$8.93, respectively. The fair value of GESPP options was based on the 15% purchase price discount. The Company recognized compensation expense for GESPP options of \$19 million in 2011, \$17 million in 2010 and \$15 million in 2009.